

EXHIBIT B-1

Exhibit B-1

UNITED STATES DISTRICT COURT FOR THE DISTRICT OF VERMONT

If Your Farm Produced Grade A Milk in the Northeast Since 2002, You Could Get Money from a Class Action Settlement.

A federal Court authorized this notice. This is not a solicitation from a lawyer.

- A \$30 million Settlement with Dean Foods Company (“Dean”) has been reached in a class action involving the price of Grade A milk that was produced in the Northeast. The Settlement provides a financial payment to certain dairy farmers in the Northeast and results in changes to Dean’s purchasing practices.
- The settlement resolves all claims against Dean in a lawsuit over whether Dean, Dairy Farmers of America, Inc. (“DFA”), and Dairy Marketing Services LLC (“DMS”) engaged in anticompetitive conduct in the purchase and sale of raw Grade A milk in Order 1. The settlement does *not* resolve claims against DFA and DMS and the litigation is continuing against them.
- The Settlement will pay dairy farmers who produced and pooled raw Grade A milk within Federal Milk Order 1 (“Northeast”). This includes Connecticut, Massachusetts, New Hampshire, Vermont, Rhode Island, New Jersey, Delaware, and parts of New York, Pennsylvania, Maryland and Virginia.
- **The average payment is estimated to be approximately \$2,500, but this depends on the number of valid claims. You may receive a greater or lesser amount depending on how much milk you produced and pooled in Order 1.** You must file a claim to get a payment from the Dean Settlement.
- Your legal rights are affected whether you act, or don’t act. Read this notice carefully.

YOUR LEGAL RIGHTS AND OPTIONS IN THE SETTLEMENT	
SUBMIT A CLAIM FORM	The only way to get a payment.
EXCLUDE YOURSELF FROM THE SETTLEMENT	Get no payment. This is the only option that allows you to ever be part of any other lawsuit against Dean about the legal claims in this case.
OBJECT	Write to the Court about what you don’t like about the Settlement.
GO TO A HEARING	Ask to speak in Court about the fairness of the Settlement.
DO NOTHING	Get no payment. Give up rights to ever sue Dean about the legal claims in this case.

- These rights and options – **and the deadlines to exercise them** – are explained in this notice.
- The Court in charge of this case still has to decide whether to approve the Settlement. Payments will be made if the Court approves the Settlement and after any appeals are resolved. Please be patient.

For More Information: Call 1-800-000-0000 or Visit www.NEDairySettlement.com

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BASIC INFORMATION

1. Why is there a notice?

You have a right to know about a proposed Settlement of a class action lawsuit, and about your options, before the Court decides whether to approve the Settlement.

The Court in charge of the case is the United States District Court for the District of Vermont, and the case is known as *Allen v. Dairy Farmers of America, Inc.*, No. 5:09-CV-00230-CR. The people who sued are called Plaintiffs, and the companies they sued are called Defendants.

2. Who are the Defendants?

The Plaintiffs brought this lawsuit against three Defendants involved in the marketing, sale or purchase of raw Grade A milk produced by dairy farmers in the Northeast.

Current Defendants: Dean Foods Co. (“Dean”), Dairy Farmers of America, Inc. (“DFA”), Dairy Marketing Services, LLC (“DMS”).

3. What is the lawsuit about?

The lawsuit claims that Defendants violated federal antitrust law and that as a result the prices paid to dairy farmers in Order 1 for raw Grade A milk were lower than they would otherwise have been. Dean denies that it did anything wrong. The other Defendants have also denied that they did anything wrong. The Court has not yet heard or resolved the merits of the Plaintiffs’ claims, or determined whether the Plaintiffs’ or Defendants’ claims are true.

4. Why is this a class action?

In a class action, one or more people called Class Representatives (in this case Alice H. Allen, Laurence E. Allen, Vince Neville, Garret Sitts, Ralph Sitts, Jonathan Haar, Claudia Haar, and Donna Hall) sue on behalf of persons who have similar claims. All these people are a Class or Class Members. One court resolves the issues common to all Class Members, except for those Class Members who exclude themselves from the Class.

5. Why is there a Settlement with Dean?

The Court has not decided in favor of Plaintiffs or Dean. The Plaintiffs think they would win against Dean at a trial. Dean thinks the Plaintiffs would not win. But there will be no trial against Dean. Instead, Plaintiffs and Dean agreed to a settlement. That way, they avoid the cost of a trial, and Class Members will get the benefits of this Settlement. The Class Representatives and their attorneys, who conducted an extensive investigation of the facts and the law relevant to the lawsuit, think the Settlement is best for all Class Members.

6. Will the lawsuit continue against DFA and DMS?

Yes. The lawsuit will continue against DFA and DMS. The Court has not yet decided whether the Plaintiffs’ claims against DFA and DMS will proceed as a class action.

7. What happens if the Plaintiffs later reach a settlement with DFA and DMS?

If Plaintiffs later reach a settlement agreement with DFA and/or DMS, you will receive a separate notice of that settlement, which will describe the terms of that settlement and your rights and options with respect to

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that settlement. If you are a member of the Dean Settlement Class described in this Notice, this does not necessarily mean you will be a member of any future settlement class. Whether you will be able to participate in any future settlements will depend on the specific terms of those settlements, which may be different than the terms of the Dean Settlement. If you exclude yourself from the Dean Settlement Class (see Question 16 below), this does not affect your ability to participate in any future settlements with DFA or DMS.

WHO IS IN THE DEAN SETTLEMENT CLASS

8. How do I know if I am part of the Settlement?

In general, all dairy farmers, whether individuals, entities, or members of cooperatives, who produced raw Grade A milk in Order 1 **and** pooled raw Grade A milk on Order 1 during any time from January 1, 2002 to [Notice Date] are members of the Dean Settlement Class.

If you produced raw milk in Order 1, that alone does not make you a Class Member. If you pooled raw milk on Order 1, that alone does not make you a Class Member. You are a Class Member only if you produced raw Grade A milk in Order 1 *and* some of that milk was pooled in Order 1 during the time period specified above.

9. Are there any exceptions to being included?

You are **not** a Class Member if you are currently an officer or director of Dean, DFA or DMS.

You are **not** a Class Member if the complaint alleges you participated in the conspiracy that is the subject of the lawsuit. The complaint can be viewed at www.NEDairySettlement.com.

10. I'm still not sure if I'm included.

If you are still not sure whether you are included in the Dean Settlement Class, you can ask for free help. For more information, visit www.NEDairySettlement.com, or call 1-800-000-0000, or write to NE Dairy Settlement, PO Box 0000, City, MN 00000.

THE DEAN SETTLEMENT BENEFITS

11. What does the Settlement provide?

Dean has agreed to pay \$30,000,000 into a Settlement Fund. After deducting attorneys' fees, costs, and other fees and expenses (*see* Question 20), the net Settlement Fund will be distributed to Class Members who file valid claims.

If a Class Member wants to get out of the Dean Settlement (*see* section called "Excluding Yourself from the Dean Settlement" below), the Settlement Fund will be reduced by the amount of money that Class Member would have received had it filed a valid claim.

In addition to the \$30 million Settlement Fund, Dean has agreed that, within six months after the Settlement is granted final approval, Dean will offer to purchase at least 10% and up to 20% of its monthly raw Grade A milk purchases for its processing plants in Order 1 (not to exceed 600,000 cwt per month) from marketers other than DFA or DMS for delivery to Dean's processing plants in East Greenbush, NY;

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Franklin, MA; and West Lynn, MA. Dean will offer a price that, in its sole discretion, reflects a competitive market price for milk that meets Dean's quality specifications, including producer's certification that milk is rBST-free. Thirty months after the first purchase, Dean may decide whether to continue or discontinue making such offers at such levels as it determines.

If the purchase offer obligation part of the settlement is modified or abrogated in any manner by agreement of the parties or by order of any Court, the other parts of the settlement will still go forward.

The Settlement Agreement, available at the website, contains more details about the Dean Settlement.

12. How much money can I get from the Settlement?

The amount of money you may receive cannot be calculated at this time. Your share will depend on the amount of raw Grade A milk you produced in and pooled on Order 1 from January 1, 2002 to [Notice Date] as well as the number of valid claims that are received and the fees, costs and expenses approved by the Court.

We don't know how many people will file claims. However, if 8,000 dairy farmers file a valid claim, the average payment per farmer is estimated to be \$2,500. Your payment could be more or less than \$2,500 depending on the amount of raw Grade A milk you produced and pooled on Order 1.

13. What am I giving up to stay in the Class?

If you remain in the Settlement Class, you can't sue Dean, continue to sue, or be part of any other lawsuit against Dean regarding the legal claims in this case. It also means that all of the decisions by the Court will bind you. The "Release of Claims" is described more fully in the Settlement Agreement and describes exactly the legal claims that you give up if you remain in the Settlement Class. The Settlement Agreement is available at www.NEDairySettlement.com.

HOW TO GET A PAYMENT

14. How can I get a payment?

To ask for a payment, complete and submit a Claim Form. A Claim Form is enclosed with this Notice. Claim Forms are also available at www.NEDairySettlement.com or by calling 1-800-000-0000. Please read the instructions carefully, fill out the Claim Form, provide the required documentation and mail it postmarked no later than **Month 00, 2011**, to:

NE Dairy Farm Settlement
P.O. Box 0000
City, MN 00000

15. When will I get my payment?

Payments will be mailed to Class Members who send in valid Claim Forms on time, after the Court grants "final approval" to the Settlement and after any appeals are resolved. If the Court approves the Settlement after a hearing on Month 00, 2011, there may be appeals. It's always uncertain when any appeals will be resolved, and resolving them can take time.

EXCLUDING YOURSELF FROM THE DEAN SETTLEMENT

For More Information: Call 1-800-000-0000 or Visit www.NEDairySettlement.com

You have the right to exclude yourself from the Dean Settlement Class. If you do not want to be a member of the Settlement Class, or if you want to keep the right to sue or continue to sue Dean, on your own, about the legal issues in this case, then you must take steps to remove yourself from the Dean Settlement Class. This is called “excluding yourself” or “opting out” of the Class.

16. How do I get out of the Settlement?

To exclude yourself from the Settlement, you must send a letter saying that you want to be excluded from the Dean Settlement Class. The letter should also state the approximate annual or total volume of raw Grade A milk you produced in and pooled on Order 1 from January 1, 2002 until [Notice Date]. Be sure to include your name, address, telephone number, and signature. You must mail your exclusion request letter, postmarked no later than **Month 00, 2011**, to:

NE Dairy Farm Exclusions
P.O. Box 0000
City, MN 00000

If you ask to be excluded, you will not get any settlement payment, and you cannot object to the Settlement. You will not be legally bound by anything that happens in this lawsuit with respect to Dean. You may be able to sue (or continue to sue) Dean in the future.

17. If I don't exclude myself, can I sue Dean for the same thing later?

No. Unless you exclude yourself, you give up any right to sue Dean for the claims that this Settlement resolves. If you have a pending lawsuit against Dean, speak to your lawyer in that case immediately. You must exclude yourself from this Dean Settlement Class to continue your own lawsuit against Dean. Remember, the exclusion deadline is **Month 00, 2011**.

18. If I exclude myself from the Settlement, can I still get a payment?

No. If you exclude yourself, you will not get any money from this Settlement. If you exclude yourself from the Settlement, do not send in a Claim Form asking for benefits. But you may sue, continue to sue, or be part of a different lawsuit against Dean.

THE LAWYERS REPRESENTING YOU

19. Do I have a lawyer in the case?

The Court has appointed the following two law firms to represent the Dean Settlement Class:

COHEN MILSTEIN SELLERS & TOLL PLLC
1100 New York Avenue, N.W.
Suite 500, West Tower
Washington, D.C. 20005
(202) 408-4600

HOWREY LLP
1299 Pennsylvania Ave., N.W.
Washington, D.C. 20004
(202) 783-0800

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You will not be charged for these lawyers. If you want to be represented by your own lawyer, you may hire one at your own expense.

20. How will the lawyers be paid?

The Court will decide how much Class Counsel will be paid. Class Counsel has not yet received any payment for its work on this case (and has not been reimbursed for their expenses). Class Counsel may ask the Court for up to one-third of the Settlement (\$10 million) in attorneys' fees, plus reimbursement of the costs and expenses for investigating the facts, litigating the case, and negotiating and administering the Settlement. It is within the Court's discretion, however, to determine whether the amount requested, or a smaller amount, is reasonable and should be awarded. Class Counsel may also request a payment from the Settlement Fund for the Class Representatives who sued on behalf of the whole Class. All of these fees, costs and expenses will be deducted from the Settlement Fund, and will reduce the amounts available for Class Members.

OBJECTING TO THE DEAN SETTLEMENT

21. How do I tell the Court that I don't like the Settlement?

If you are a Class Member, you can object to the Dean Settlement or to Class Counsel's requests for fees and expenses. To object, you must send a letter saying that you object. Your letter must also include the following:

- Your name, address, and telephone number,
- The name of the case (*Allen v. Dairy Farmers of America, Inc.*, No. 5:09-CV-230-CR),
- The specific reasons you object to the Settlement, and
- Your signature.

Your objection, along with any supporting material you wish to submit, must be mailed and postmarked no later than **Month 00, 2011**, to the following three addresses:

Court	Class Counsel	Defense Counsel
ADDRESS	Benjamin D. Brown COHEN MILSTEIN SELLERS & TOLL, PLLC 1100 New York Ave., N.W. Suite 500, West Tower Washington, D.C. 20005	Paul H. Friedman DECHERT LLP 1775 Eye Street, NW Washington, D.C. 20006

22. What's the difference between objecting to the Settlement and excluding myself from the Settlement?

Objecting is telling the Court that you don't like something about the Settlement. You can object only if you stay in the Class. Excluding yourself is telling the Court that you do not want to be part of the Dean Settlement Class or Settlement. If you exclude yourself, you have no basis to object because the Settlement no longer affects you.

For More Information: Call 1-800-000-0000 or Visit www.NEDairySettlement.com

THE COURT'S FAIRNESS HEARING

The Court will hold a hearing to decide whether to approve the Settlement and any requests for attorneys fees and expenses. You may attend and you may ask to speak, but you don't have to.

23. When and where will the Court decide whether to approve the Settlement?

The Court will hold a hearing beginning at [time] on **Month 00, 2011** at the United States District Court for the District of Vermont, [address], in [courtroom]. The hearing may be moved to a different date or time without additional notice, so it is a good idea to check www.NEDairySettlement.com. At this hearing, the Court will consider whether the proposed Settlement is fair, reasonable, and adequate. If there are objections, the Court will consider them. The Court may listen to people who asked to speak at the hearing. The Court may also decide how much to pay the lawyers for Plaintiffs and the Class. After the hearing, the Court will decide whether to approve the Settlement. We do not know how long these decisions will take.

24. Do I have to come to the hearing?

No. Plaintiffs' lawyers will answer any questions Judge Reiss may have. But you are welcome to attend the hearing at your own expense. If you send a written objection, you do not have to come to the Court to discuss it. As long as you mailed your written objection on time, following the instructions in this Notice, the Court will consider it. You may also pay your own lawyer to attend, if you wish, but it's not necessary.

25. May I speak at the hearing?

Yes. You may ask the Court for permission to speak at the Fairness Hearing. To do so, you must send a letter saying that it is your "Notice of Intention to Appear at the Dean Settlement Fairness Hearing." Be sure to include your name, address, telephone number, and your signature. You cannot speak at the hearing if you exclude yourself.

You must mail your Notice of Intention to Appear, postmarked no later than **Month 00, 2011**, to the three addresses in Question 21.

IF YOU DO NOTHING

26. What happens if I do nothing at all?

If you do nothing, you will not get a payment from the Dean Settlement. In addition, your rights will be affected. Unless you exclude yourself, you won't be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against the Dean about the legal issues in this case, ever again.

GETTING MORE INFORMATION

27. How do I get more information?

This notice summarizes the proposed Settlement. More details are in the Settlement Agreement. You can get a copy of the Settlement Agreement at www.NEDairySettlement.com. You may also write with questions to NE Dairy Settlement, PO Box 0000, City, MN 00000. You can also get a Claim Form at the website, or by calling the toll free number, 1-800-000-0000.

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